

**Hearing Date and Time: November 24, 2008 at 10:00 a.m. (prevailing Eastern time)**

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700  
John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler

SHEARMAN & STERLING LLP  
599 Lexington Avenue  
New York, New York 10022  
(212) 848-4000  
Douglas P. Bartner  
Andrew V. Tenzer  
Michael S. Baker

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP  
Four Times Square  
New York, New York 10036  
(212) 735-3000  
Kayalyn A. Marafioti  
Thomas J. Matz

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Debtors.	:	
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SECOND NOTICE OF FILING OF ACCOMMODATION AGREEMENT MODIFICATIONS  
(EXHIBIT B TO ORIGINAL DOCKET NO. 14408)

1. On November 7, 2008, the Debtors filed the Expedited Motion For Order (I) Supplementing January 5, 2007 DIP Refinancing Order (Docket No. 6461) And Authorizing Debtors To Enter Into And Implement Accommodation Agreement With Agent And Participating Lenders And (II) Authorizing Debtors To (A) Enter Into Related Documents And (B) Pay Fees In Connection Therewith (Docket No. 14408) (the "Motion").<sup>1</sup> This agreement reflects the support of the Agent and the support of the Participating Lenders for the Debtors' turnaround efforts, despite the current economic downturn and the unprecedented turmoil in the capital markets. The Accommodation Agreement implements provisions of the DIP Facility previously negotiated by the Debtors to be used in the event that extension of the DIP Facility was not practical, available, or desirable.

2. As anticipated in the Motion, the Debtors and the Agent continued to negotiate certain modifications to the terms of the Accommodation Agreement in an effort to maximize the number of Participating Lenders from Tranches A, B, and C of the DIP Facility. On November 18, 2008, the Debtors filed and served a Notice Of Filing Of Accommodation Agreement Modifications (Exhibit B To Original Docket No. 14408) (Docket No. 14456) (the "Notice"), which attached a copy of the form of agreement, marked to show changes from the form of agreement attached to the Motion.

3. Further consensual discussions among the Debtors, the Agent, and the DIP Lenders resulted in additional modifications to the Accommodation Agreement. Accordingly, pursuant to footnote 13 of the Motion, the Debtors are filing and serving this notice setting forth the modifications to the terms of the Accommodation Agreement since November 18, 2008. A copy of the form of agreement, marked to show changes from the form of agreement attached to

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<sup>1</sup> Capitalized terms used but not defined herein have the meanings ascribed to them in the Motion.

the Notice, is attached hereto as Exhibit A. For the convenience of reference, the Debtors have filed a complete blacklined version of the form of agreement. Filing of the complete form of agreement does not represent an admission by the Debtors that each page thereof contains a material modification.

Dated: New York, New York  
November 21, 2008

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ John Wm. Butler, Jr.  
John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti  
Kayalyn A. Marafioti  
Thomas J. Matz  
Four Times Square  
New York, New York 10036  
(212) 735-3000

- and -

SHEARMAN & STERLING LLP

By: /s/ Douglas P. Bartner  
Douglas P. Bartner  
Andrew V. Tenzer  
Michael S. Baker  
599 Lexington Avenue  
New York, New York 10022  
(212) 848-4000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession